

EXHIBIT A

FORM - 20 F



THOMSON

As filed with the Securities and Exchange Commission on June 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 20-F

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
for the fiscal year ended December 31, 2003
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
for the transition period from to

Commission File Number: 0-3003

THOMSON*(Exact name of Registrant as specified in its charter)***Not Applicable**(Translation of Registrant's
name into English)**Republic of France**(Jurisdiction of incorporation
or organization)

46, quai Alphonse Le Gallo
 92100 Boulogne-Billancourt

FRANCE*(Address of principal executive offices)***Securities registered or to be registered pursuant to Section 12 (b) of the Act:****Title of each class:****Name of each exchange
on which registered:**

Common Stock, nominal value €3.75 per share, and American
 Depositary Shares, each representing one share of Common Stock

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12 (g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15 (d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital
 or common stock as of the close of the period covered by the annual report:

Common Stock, nominal value €3.75 per share: 280,613,508

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by
 Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months
 (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject
 to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 ☐ Item 18 ☒

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INTRODUCTION

In this Annual Report on Form 20-F, the terms the “Company”, the “Group”, “Thomson”, “we” and “our” mean THOMSON (formerly THOMSON multimedia S.A.) together with its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

In order to utilize the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995, we are providing the following cautionary statement. This Annual Report contains certain forward-looking statements with respect to our financial condition, results of operations and business and certain of our plans and objectives. These statements are based on management’s current expectations and beliefs in light of the information currently available and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. In addition to statements that are forward-looking by reason of context, other forward-looking statements may be identified by use of the terms “may”, “will”, “should”, “expects”, “plans”, “intends”, “anticipates”, “believes”, “estimates”, “projects”, “predicts” and “continue” and similar expressions identify forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that are anticipated to occur in the future. Such statements are also subject to assumptions concerning, among other things: our anticipated business strategies; our intention to introduce new products; anticipated trends in our business; and our ability to continue to control costs and maintain quality. We caution that these statements may, and often do, vary from actual results and the differences between these statements and actual results can be material. Some of the factors that could cause actual results and events to differ materially from those expressed or implied in any forward-looking statements are:

- our ability to design, develop and sell innovative products and services, which are offered in highly competitive markets characterized by rapid technology changes and subjective and changing consumer preferences;
- economic conditions, including consumer spending, in countries in which our hardware devices and services are sold or patents licensed, particularly in the United States, Europe, Asia and, through TTE, our joint venture with TCL International, in the process of being formed, and certain other partnerships and joint ventures that we may not control;
- our ability to protect our patents and other intellectual property rights and the outcome of any claims against us for the alleged infringement of third parties’ intellectual property rights;
- general economic trends, changes in raw materials and employee costs and political and social uncertainty in markets where we manufacture goods, purchase components and finished goods and license patents, particularly in Latin America and Asia;
- increased competition in video technologies, components, systems and services and finished products and services sold to consumers and professionals in the entertainment and media industries;
- force majeure risks, especially related to our just-in-time inventory, supply, and distribution policy;
- challenges inherent in our repositioning strategy, as detailed in Item 4: “Information on the Company—History and Development of the Company”;
- the consummation and success of TTE, which is in the process of being formed, and the success of certain other partnerships and joint ventures that we may not control, as well as future business acquisitions, combinations or dispositions;
- technological advancements in the entertainment and media industries;

- changes in exchange rates, notably between the euro and the U.S. dollar, Japanese yen, Chinese yuan, Canadian dollar, Mexican peso and Polish zloty and the British pound;
- warranty claims, product recalls or litigation that exceed or are not covered by our available insurance coverage;
- our failure to maintain over the long term contractual arrangements with our customers, or material adverse changes in the financial condition or creditworthiness of our key customers and clients; and
- capital and financial market conditions, prevailing interest rates and availability of financing.

Furthermore, a review of the reasons why actual results and developments may differ materially from the expectations disclosed or implied within forward-looking statements can be found under "Risk Factors" below. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of them in light of new information or future events. We advise you to consult any documents we may file or furnish with the U.S. Securities and Exchange Commission ("SEC"), as described under "Documents on Display".

STATEMENTS REGARDING COMPETITIVE POSITION

This Annual Report contains statements regarding our market share, market position and products and businesses. Unless otherwise noted herein, market estimates are based on the following outside sources, in some cases in combination with internal estimates:

- *Understanding & Solutions* for information on CD and DVD (Digital Media Solutions);
- *Gesellschaft für Konsumer Markt- und Absatzforschung* ("GfK") for information on TV, VCR, DVD and audio in the "Europe 5" market which comprises France, Germany, the United Kingdom, Italy and Spain (Consumer Products); and
- *SYNOVATE* (formerly *Institute for Market Research*) for information on TV, VCR, DVD, audio and telephony in the Americas (Consumer Products); and
- *Kinetic Strategies and Cable Datacom News* for information on cable modems (Consumer Products)

Statements contained in this Annual Report that make reference to "value market share" or market share "based on value" mean that the related market estimate is based on sales, and statements referring to "volume market share" or market share "based on volume" mean that the related market estimate is based on the number of units sold.

Market share and market position statements are generally based on sources published in the fourth quarter of 2003 or beginning 2004. Statements concerning our Technicolor businesses are based on a combination of internal estimates and external sources published mid to late 2003.

REPORTING CURRENCY

Our consolidated financial statements that form part of this Annual Report on Form 20-F are presented in euro. Effective January 1, 2001, our consolidated financial statements are presented using the euro as our reporting currency.

For your convenience, this Annual Report contains translations of certain euro amounts into U.S. dollars. Unless otherwise indicated, dollar amounts have been translated from euro at the rate of €1.00 = U.S.\$1.2102, the noon buying rate in New York City for cable transfers in euro as announced by the Federal Reserve Bank of New York for customs purposes (the "Noon Buying Rate") on May 26, 2004.

For informational purposes, the Noon Buying Rate on June 28, 2004 is €1.00 = U.S. \$1.2193.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

All amounts indicated in the tables are expressed in millions of euro, unless otherwise stated

1. THE GROUP AND SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

Thomson provides a wide range of video (and enabling) technologies, systems, finished products and services to customers and professionals in the entertainment and media industries. To advance and enable the digital media transition, Thomson has four principal activities: Content & Networks, Components, Consumer Products and Licensing. Thomson distributes its products under the THOMSON®, RCA®, TECHNICOLOR® and Grass Valley® brand names.

In these financial statements, the terms "Thomson group" (formerly the Thomson multimedia group), "the Group" and "Thomson" mean Thomson S.A. together with its consolidated subsidiaries. Thomson S.A. refers to the Thomson group parent company (formerly Thomson multimedia S.A.).

The consolidated financial statements of Thomson have been prepared in accordance with French generally accepted accounting principles ("French GAAP") as set forth in the French law on consolidation (the Act of January 3, 1985) and within Regulation 99-02, approved by the decree dated June 22, 1999 of the *Comité de la Réglementation Comptable (CRC)*.

Financial statements of consolidated subsidiaries, when prepared in accordance with the accounting principles generally accepted in their country of origin, have been adjusted accordingly in consolidation. All figures are presented in millions of euro unless otherwise stated.

Cash Flow presentation: In 2002, Thomson elected to present the breakdown of its "cash flow from operating activities" using the reconciliation from "operating income" according to the method permitted by regulation 99-02, instead of the reconciliation from "net income". Under this new method, operating income instead of net income is reconciled to the cash provided by operating activities. Thomson believes that such a change provides more useful information to the users of its financial statements. Also, "others" includes interest, non-current items and income tax, which are determined using the direct method (i.e., the net cash paid or received). 2001 amounts have been restated, but as the definition of "net cash provided by operating activities" is unchanged, the amounts for this and other sub-totals related to 2001 are the same as previously reported.

Reclassification in the presentation of income statements: In 2001, the Emerging Issues Task Force (EITF) issued EITF 01-09, "Accounting for Consideration Given by a Vendor to a Customer or a Reseller of the Vendor's Products", which codified and reconciled EITF Issue 00-14, "Accounting for Certain Sales Incentives", EITF 00-22 "Accounting for Points and Certain Other Time-Based or Volume Based Sales Incentives Offers, and Offers for Free Products or Services to Be Delivered in the Future" and EITF 00-25, "Vendor Income Statement Characterization of Consideration Paid to a Reseller of the Vendor's Products". These EITFs prescribe guidance regarding the timing of recognition and income statement classification of costs incurred for certain sales incentive programs to resellers and end consumers. The effect of this pronouncement (which was effective for users for 2002) on Thomson's financial statements was to decrease "net sales" of the Consumer Products segment by €84 million and €103 million, respectively, for the years ended December 2002 and 2001, with a symmetrical reduction in "selling, general and administrative expenses" for some cooperative advertising and promotion expenses previously classified under marketing expenses. Consequently, there is no impact on operating profit. Thomson elected to apply this rule, which is not specifically addressed under French GAAP, in order to limit the differences with the financial statements filed with the U.S. SEC. Thomson's financial statements for 2001 have been restated accordingly.

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

All amounts indicated in the tables are expressed in millions of euro, unless otherwise stated

30. LIST OF CONSOLIDATED SUBSIDIARIES

COMPANY - (Country)	% share held by Thomson ⁽¹⁾		
	December 31,		
	2001	2002	2003
1) Fully consolidated			
Thomson (France) (formerly Thomson multimedia)		Parent company	
ATLINKS S.A.S. (France)	50.0	50.0	100.0
ATLINKS Australia Pty Ltd. (Australia)	50.0	50.0	100.0
ATLINKS Communications Canada, Inc. (Canada)	50.0	50.0	100.0
ATLINKS España S.A. (Spain)	50.0	50.0	100.0
ATLINKS Telecommunication (Guangzhou) Cie Ltd. (People's Republic of China)	50.0	50.0	100.0
ATLINKS Hong Kong Ltd. (Hong Kong)	50.0	50.0	100.0
ATLINKS Mexico, S.A. de C.V. (Mexico)	50.0	50.0	100.0
ATLINKS USA, Inc. (U.S.)	50.0	50.0	100.0
Comercializadora de Productos Electronicos del Norte, S.A. de C.V. (Mexico)	100.0	100.0	100.0
Deutsche Thomson Brandt GmbH (Germany)	99.9	99.9	99.9
Direct Solutions, Inc. (U.S.)	-	-	100.0
European Audio Products (HK) Ltd. (Hong Kong)	100.0	100.0	100.0
European Thai Electronic Company Ltd. (Thailand)	-	-	100.0
Ex Camera (France)	-	-	100.0
GALLO 1 S.A. (France)	-	-	100.0
GALLO 3 S.A. (France)	-	-	100.0
GALLO 4 S.A. (France)	-	-	100.0
Gallo 7 S.A.S. (France)	-	-	100.0
Gallo 15 S.A.S. (France)	-	-	100.0
Gallo 17 S.A.S. (France)	-	-	100.0
Homefront DSL, Inc. (U.S.)	100.0	100.0	(*)
Immobilière LE GALLO (France)	100.0	100.0	100.0
J2T Holding GmbH (Germany)	-	100.0	(*)
Laboratories Thomson Ltd. (Switzerland)	-	-	100.0
Manufacturas Avanzadas, S.A. de C.V. (Mexico)	100.0	100.0	100.0
Multimedia Insurance Brokerage (France)	-	-	100.0
Nextream S.A. (France)	75.0	75.0	75.0
Nextream France S.A. (France)	75.0	75.0	75.0
Productos Electronicos de la Laguna, S.A. de C.V. (Mexico)	100.0	100.0	100.0
RCA Componentes, S.A. de C.V. (Mexico)	100.0	100.0	100.0
RCA Trademark Management S.A. (France)	100.0	100.0	100.0
S.A. Immobilière Cesson (France)	100.0	100.0	100.0
Servi-Centro de Mexico, S.A. de C.V. (Mexico)	-	-	100.0
Singingfish.com, Inc. (U.S.)	100.0	100.0	-
Société Tonnerroise d'Electronique Industrielle - STELI (France)	100.0	100.0	100.0
Société Française d'Investissement et d'Arbitrage - Sofia (France)	100.0	100.0	100.0
TAK S.A.S. (France)	-	80.6	100.0
TCE Purchasing Company Taiwan (Taiwan)	-	-	100.0
TCE Purchasing Company Japan (Japan)	-	-	100.0
TCE Purchasing Company Korea (South Korea)	-	-	100.0
TCE Television Taiwan Ltd. (Taiwan)	100.0	100.0	100.0
Thomson Audio Muar Sdn Bhd (Malaysia)	100.0	100.0	100.0
Thomson Asia Pacific Holdings Pte Ltd. (Singapore) (formerly Thomson multimedia Asia Pacific Pte Ltd.)	100.0	100.0	100.0

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

All amounts indicated in the tables are expressed in millions of euro, unless otherwise stated

COMPANY - (Country)	% share held by Thomson ⁽¹⁾		
	December 31,		
	2001	2002	2003
Thomson Asia Pacific Investments Pte Ltd. (Singapore)			
(formerly Thomson multimedia Asia Pte Ltd.)	100.0	100.0	100.0
Thomson Batam (Indonesia)	-	-	100.0
Thomson Broadcast & Media Solutions Ltd. (United Kingdom)			
(formerly Thomson Broadcast Ltd.)	100.0	100.0	100.0
Thomson Broadcast Systems S.A. (France)	100.0	100.0	100.0
Thomson Consumer Electronics International S.A. (France)	100.0	100.0	100.0
Thomson Crown Wood Products Company (U.S.)	100.0	100.0	100.0
Thomson Displays & Components Holding S.A.S. (France)	-	-	100.0
Thomson Displays & Components Singapore Pte Ltd. (Singapore)			
(formerly Thomson Television Singapore Pte Ltd.)	100.0	100.0	100.0
Thomson Displays Mexicana, S.A. de C.V. (Mexico)	100.0	100.0	100.0
Thomson Guangdong Display Company Ltd. (People's Republic of China)			
(formerly Thomson Foshan Colour Picture Company Ltd.)	55.0	55.0	55.0
Thomson India Private Ltd. (India)	86.0	89.0	100.0
Thomson Japan KK (Japan)	-	-	100.0
Thomson Licensing, Inc. (U.S.)	100.0	100.0	100.0
Thomson Licensing, S.A. (France)	100.0	100.0	100.0
Thomson Management Growth Fund (U.S.)	-	-	55.2
Thomson Marketing Australia Pty Ltd. (Australia)	-	-	100.0
Thomson MPH LLC (U.S.)	-	-	55.2
Thomson multimedia (Dongguan) Ltd. (People's Republic of China)	100.0	100.0	100.0
Thomson multimedia Chile S.A. (Chile)	100.0	100.0	100.0
Thomson multimedia Czech, S.r.o. (Czech Republic)	100.0	100.0	100.0
Thomson multimedia Digital France (France)	100.0	100.0	100.0
Thomson multimedia Engineering Laboratories Ltd. (Japan)	-	-	100.0
Thomson Hong Kong Holdings Ltd. (Hong Kong)			
(formerly Thomson multimedia Hong Kong Ltd.)	100.0	100.0	100.0
Thomson multimedia Hungary K.f.t. (Hungary)	100.0	100.0	100.0
Thomson, Inc. (U.S.)			
(formerly Thomson Consumer Electronics, Inc. & Thomson multimedia, Inc.)	100.0	100.0	100.0
Thomson multimedia Kulim Sdn Bhd (Malaysia)	100.0	100.0	100.0
Thomson multimedia Ltd. (Canada)			
(formerly Thomson Consumer Electronics Canada, Inc.)	100.0	100.0	100.0
Thomson multimedia Marketing Co., Ltd. (Thailand)	-	-	100.0
Thomson multimedia Maroc (Morocco)	-	-	90.5
Thomson multimedia Netherlands B.V. (Netherlands)	-	-	100.0
Thomson Manufacturing Operation Co., Ltd. (Thailand)			
(formerly Thomson multimedia Operations Co., Ltd.)	100.0	100.0	100.0
Thomson multimedia Pensionsverwaltungs GmbH (Germany)	99.9	99.9	99.9
Thomson multimedia Polska sp.zo.o. (Poland)			
(formerly Thomson Polkolor sp.zo.o.)	100.0	100.0	100.0
Thomson multimedia R&D France S.N.C. (France)	100.0	100.0	100.0
Thomson multimedia Sales Europe (France)			
(formerly Thomson multimedia Marketing France)	100.0	100.0	100.0
Thomson multimedia Sales France (France)	100.0	100.0	100.0
Thomson multimedia Sales Germany and Austria GmbH (Germany)	99.9	99.9	99.9
Thomson multimedia Sales Germany GmbH & Co O.H.G. (Germany)	99.9	99.9	99.9

The accompanying notes are an integral part of the consolidated financial statements.



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Thomson

S.A. with capital of 1 052 300 655 €

333 773 174 R.C.S. Nanterre